

## CERTIFICATE OF THE SECRETARY

OF

WM. B. REILY &amp; COMPANY, INC.

I, J. W. Reily, Secretary of Wm. B. Reily & Company, Inc., do hereby certify that the above and foregoing Agreement of Merger was unanimously adopted and approved by resolutions of the Board of Directors of Wm. B. Reily & Company, Inc., made at its meeting held at 10:00 A.M. on July 29, 1965, at 640 Magazine Street, New Orleans, Louisiana; that said Agreement of Merger has been duly executed by all the Directors of said corporation; that said Agreement of Merger was duly submitted to the stockholders of said corporation at a special meeting duly and specially called and separately and specially held by written notice of its time, place, and purpose to all stockholders of record of both classes of stock of the corporation more than ten days prior to said meeting, at 10:00 A.M. on September 9, 1965, at 640 Magazine Street, New Orleans, Louisiana; that said Agreement of Merger was approved and ratified at said meeting in the form written above by the vote of the holders of more than two-thirds of the Class A Common Stock voting separately as a class, by the vote of the holders of more than two-thirds of the Class B Common Stock voting separately as a class, and by the vote of the holders of more than two-thirds of both classes of stock voting together; and that I was present at and acted as the Secretary of said meeting of stockholders.

IN WITNESS WHEREOF, I hereunto set my signature and the seal of said corporation at New Orleans, Louisiana, this 9th day of September, 1965.

  
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J. W. Reily